

HEARING DATE AND TIME: Apr. 8, 2010 at 9:45 a.m. (Eastern Time)

OBJECTION DEADLINE: Apr. 1, 2010 at 4:00 p.m. (Eastern Time)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re :
MOTORS LIQUIDATION COMPANY, *et al.*, : Chapter 11 Case No.
f/k/a General Motors Corp., *et al.* :
: 09-50026 (REG)
: (Jointly Administered)
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**ORDER APPROVING AND AUTHORIZING THE RETENTION
AND EMPLOYMENT OF CAPLIN & DRYSDALE, CHARTERED,
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
HOLDING ASBESTOS-RELATED CLAIMS *NUNC PRO TUNC* TO OCTOBER 6, 2009**

Upon the application (the “Application”) dated March 10, 2010, of the Official Committee of Unsecured Creditors Holding Asbestos-Related Claims (the “Asbestos Claimants Committee” or “ACC”) to retain and employ Caplin & Drysdale, Chartered (“Caplin & Drysdale”) as counsel to the ACC, *nunc pro tunc* to October 6, 2010; and the Court being satisfied, based on the Application and the supporting Declaration of Elihu Inselbuch Under Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure and Section 328 of the U.S. Bankruptcy Code in Support of the Application for Order Authorizing the Employment and Retention of Caplin & Drysdale, Chartered, *Nunc Pro Tunc* to October 6, 2009, as Counsel to the Official Committee of Unsecured Creditors Holding Asbestos-Related Claims (the “Inselbuch Declaration”) that:

Caplin & Drysdale represents no interest adverse to the Debtors’ estates, and that its employment is necessary and in the best interests of the estate and its creditors; and it appearing

that due and proper notice of the Application has been given; and good and sufficient cause appearing therefor;

IT IS, on this _____ day of _____, 2010;

ORDERED as follows:

1. The Application is hereby granted.
2. The ACC is hereby authorized to retain and employ Caplin & Drysdale pursuant to sections 328 and 1103 as counsel to the ACC, *nunc pro tunc* to October 6, 2009.
3. Caplin & Drysdale shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the applicable Federal Rules of Bankruptcy Procedure, the rules of this Court, and such other procedures as have been or may be fixed by order of the Court.

Honorable Robert E. Gerber
United States Bankruptcy Judge